FORM D

100

J.E.R Cohal

SEC 1972 (6-02)

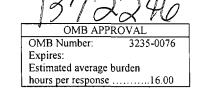
~ 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION





Type of Filing: New Filing	Amendment .	
	A. BASIC IDENTIFICATION DA	ГА
Enter the information requested ab		
Name of Issuer (check if this i Community Housing Alliance III L.P.	s an amendment and name has changed, and indicate of	change.)
Address of Executive Offices 10227 Wincopin Circle, Suite 810, Colu	(Number and Street, City, State, Zip Code) mbia, MD 21044	Telephone Number (Including Area Code) (410) 964-0552
Address of Principal Business Operation (if different from Executive Offices)	s (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
rehabilitation credit under Sections 42 ar	dential rental properties that qualify for the low incomed 47 of the Internal Revenue Code of 1986, respective	
Type of Business Organization corporation business trust	☐ limited partnership, already formed ☐ limited partnership, to be formed	other (please specify): PROCES: AUG 1 20 on for State:
	Month Year	A 1 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9
	on or Organization: 01 06 🖾 Actual 🔲 ation: (Enter two-letter U.S. Postal Service abbreviation: CN for Canada; FN for other foreign jur	risdiction) MD JUNSOA
Jurisdiction of Incorporation or Organiza GENERAL INSTRUCTIONS	ation: (Enter two-letter U.S. Postal Service abbreviation	\
Jurisdiction of Incorporation or Organiza GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an of 15 U.S.C. 77d(6).	offering of securities in reliance on an exemption under	er Regulation D or Section 4(6). 17 CFR 230.501 et seq. or
Jurisdiction of Incorporation or Organization of Companization of Incorporation or Organization of Companization of Companiza	offering of securities in reliance on an exemption under no later than 15 days after the first sale of securities	er Regulation D or Section 4(6). 17 CFR 230.501 et seq. or s in the offering. A notice is deemed filed with the U.S. CC at the address given below or, if received at that address
Jurisdiction of Incorporation or Organizate GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an of 15 U.S.C. 77d(6). When to File: A notice must be filed Securities and Exchange Commission (Safter the date on which it is due, on the date of Where to File: U.S. Securities and Exchange Commission (Safter the date on which it is due, on the date of the image of the safter the file: U.S. Securities and Exchange Commission (Safter the date on which it is due, on the date of the image of the safter the file: U.S. Securities and Exchange Commission (Safter the date on which it is due, on the date of the safter the saft	offering of securities in reliance on an exemption under than 15 days after the first sale of securities in the first sale of securities (SEC) on the earlier of the date it is received by the SE take it was mailed by United States registered or certificange Commission, 450 Fifth Street, N.W., Washington	er Regulation D or Section 4(6). 17 CFR 230.501 et seq. or s in the offering. A notice is deemed filed with the U.S. CC at the address given below or, if received at that address ed mail to that address. n, D.C. 20549.
Jurisdiction of Incorporation or Organizate GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an of 15 U.S.C. 77d(6). When to File: A notice must be filed Securities and Exchange Commission (Safter the date on which it is due, on the difference of the U.S. Securities and Exchange Copies Required: Five (5) copies of the must be photocopies of the manually significant of the copies and the copies of the manually significant or the copies of the copies of the manually significant or the copies of the copies of the manually significant or the copies of the	offering of securities in reliance on an exemption under than 15 days after the first sale of securities. BEC) on the earlier of the date it is received by the SE atte it was mailed by United States registered or certificange Commission, 450 Fifth Street, N.W., Washington is notice must be filed with the SEC, one of which rend copy or bear typed or printed signatures.	er Regulation D or Section 4(6). 17 CFR 230.501 et seq. or s in the offering. A notice is deemed filed with the U.S. C at the address given below or, if received at that address ed mail to that address. n, D.C. 20549. hust be manually signed. Any copies not manually signed
Jurisdiction of Incorporation or Organization GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an of 15 U.S.C. 77d(6). When to File: A notice must be filed Securities and Exchange Commission (Safter the date on which it is due, on the different to File: U.S. Securities and Exchange Copies Required: Five (5) copies of the must be photocopies of the manually sign Information Required: A new filing materials.	offering of securities in reliance on an exemption under than 15 days after the first sale of securities in the first sale of securities (SEC) on the earlier of the date it is received by the SEC atte it was mailed by United States registered or certificance Commission, 450 Fifth Street, N.W., Washington is notice must be filed with the SEC, one of which must copy or bear typed or printed signatures. The first sale of securities in reliance on an exemption under the first sale of securities.	er Regulation D or Section 4(6). 17 CFR 230.501 et seq. or s in the offering. A notice is deemed filed with the U.S. CC at the address given below or, if received at that address ed mail to that address. n, D.C. 20549.
Jurisdiction of Incorporation or Organization GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an of 15 U.S.C. 77d(6). When to File: A notice must be filed Securities and Exchange Commission (Safter the date on which it is due, on the of Where to File: U.S. Securities and Exchange Copies Required: Five (5) copies of the must be photocopies of the manually sign Information Required: A new filing mechanges thereto, the information request	effering of securities in reliance on an exemption under than 15 days after the first sale of securities in the date it is received by the SE atte it was mailed by United States registered or certificange Commission, 450 Fifth Street, N.W., Washington is notice must be filed with the SEC, one of which rend copy or bear typed or printed signatures. Let us the date it is received by the SE attended by United States registered or certificange Commission, 450 Fifth Street, N.W., Washington is notice must be filed with the SEC, one of which rend copy or bear typed or printed signatures. Let us the date it is received by the SE attended by United States registered or certificange commission, 450 Fifth Street, N.W., Washington is notice must be filed with the SEC, one of which rend copy or bear typed or printed signatures. Let us the date it is received by the SE attended by the SE attended by United States registered by the SE attended by United States r	er Regulation D or Section 4(6). 17 CFR 230.501 et seq. or si in the offering. A notice is deemed filed with the U.S. CC at the address given below or, if received at that address ed mail to that address. In, D.C. 20549. In the manually signed. Any copies not manually signed need only report the name of the issuer and offering, any
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an of 15 U.S.C. 77d(6). When to File: A notice must be filed Securities and Exchange Commission (Safter the date on which it is due, on the date of the date on which it is due, on the date of the date of the date on the date of the must be photocopies of the manually sig Information Required: A new filing mechanges thereto, the information request Appendix need not be filed with the SEC Filing Fee: There is no federal filing fee State: This notice shall be used to indicate relia ULOE and that have adopted this form, are to be, or have been made. If a state	continuition: (Enter two-letter U.S. Postal Service abbreviation: (Enter two-letter U.S. Postal Service abbreviation CN for Canada; FN for other foreign jurice of the CN for Canada; FN for other foreign jurice of the continuition of the carlier of the date it is received by the SE date it was mailed by United States registered or certificange Commission, 450 Fifth Street, N.W., Washington is notice must be filed with the SEC, one of which mand copy or bear typed or printed signatures. Sust contain all information requested. Amendments and in Part C, and any material changes from the information continuition. Endead of the Uniform Limited Offering Exemption (UI Issuers relying on ULOE must file a separate notice requires the payment of a fee as a precondition to the	er Regulation D or Section 4(6). 17 CFR 230.501 et seq. or si in the offering. A notice is deemed filed with the U.S. CC at the address given below or, if received at that address ed mail to that address. In, D.C. 20549. In the manually signed. Any copies not manually signed need only report the name of the issuer and offering, any

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9



î .	A. BASIC IDENTIFICATION DATA
 Each promoter of the Each beneficial own securities of the issue Each executive office 	per and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
• Each general and m Check Box(es) that Apply:	anaging partner of partnership issuers. Beneficial Owner
Full Name (Last name first, if i Enterprise Community Investm	ndividual)
Business or Residence Address 10227 Wincopin Circle, Suite	(Number and Street, City, State, Zip Code) 310, Columbia, MD 21044
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if See Attachment	ndividual)
Business or Residence Address	(Number and Street, City, State, Zip Code)
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)
Business or Residence Address	(Number and Street, City, State, Zip Code)
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)
Business or Residence Address	(Number and Street, City, State, Zip Code)
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if	individual)
Business or Residence Address	(Number and Street, City, State, Zip Code)
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)
Business or Residence Address	(Number and Street, City, State, Zip Code)
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)
Business or Residence Address	(Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	-		В.	INFORMAT	TION ABOUT	Γ OFFERING		-		·	
1.	Has the issuer	sold, or does the issuer	intend to sell t	o non-accredi	ted investors i	n this offering	n		Yes	No ⊠	
1.	rias uie issuei		er also in Appe			-			Ш	لفا	
2.	What is the m	inimum investment that			_				\$ <u>1,000</u>	0,000	
3.	<u> </u>								Yes	No ⊠	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any										
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or										
	states, list the	name of the broker or	dealer. If mo	re than five (5) persons to	be listed are					
Full N		er, you may set forth the	information ic	or that broker	or dealer only.	•					
	prise Èquities, l										
		ce Address (Number and cle, Suite 810, Columbia		tate, Zip Cod	e)						
		Broker or Dealer	., 11115 21011				•				
States	in Which Pers	on Listed Has Solicited	or Intends to Se	olicit Purchas	ers		· · · · · ·				
		tates" or check individu						<u> </u>		All States	
$\sqcup [\underline{A}]$	L AK	□ AZ □ AR	□ CA	CO	CT	☐ DE	⊠ DC □ FL	JL] GA	HI	
		□ IA □ KS	□ KY	LA	☐ ME	MD	MA MI] 🗆	MN	□MS	☐ MO
	IT NE	□NV □NH	NJ	□ NM	NY	⊠ NC	□ ND □ OH		OK.	OR	PA
	I SC	□ SD □ TN	\Box TX	UT	□ VT	□VA	⊠ WA □ WV		WI WI	\square \boxed{WY}	□□PR
Full N	Vame (Last nan	ne first, if individual)									
Busin	ess or Residen	ce Address (Number and	l Street, City, S	tate, Zip Cod	e)						
Name	of Associated	Broker or Dealer									· · · · · · · · · · · · · · · · · · ·
States	s in Which Pers	on Listed Has Solicited	or Intends to Se	olicit Purchas	ers				····		
	<u> </u>	tates" or check individu					□ DC □ FL			All States	
		□ AZ □ AR	□[CA]	□[co]		DE					
	L DIN	□ IA □ KS	□ KY	LA	□ ME	MD	MA MI		MN	☐ MS	□ MO
	T NE	□NV □NH	NJ	□ NM	NY	□ NC	□ ND □ OH		OK	OR	PA
	SC Schame (Last nan	SD TN ne first, if individual)	TX	UT	□ VT	□VA	□ WA □ WV] WI	WY	□ PR
runı	vaille (Last liail	ic mst, ii marviduai)									
Busir	ness or Residen	ce Address (Number and	1 Street, City, S	tate, Zip Cod	e)				-		
Name	of Associated	Broker or Dealer									
	' 1111 ' 1 B		1	I' ' D. I							
States		on Listed Has Solicited tates" or check individu			ers 	,			🗆	All States	
	L AK	□ AZ □ AR	CA	CO	CT	DE	DC FL] [GA	HI	
	L IN	□ IA □ KS	☐ KY	LA	☐ ME	☐ MD	MA MI] [MN	□MS	МО
	T NE	□NV □NH	□NJ	□NM	NY	□ NC	□ ND □ OH		OK	OR	□ PA
	u □[sc]	□SD □TN	TX	UT	□□VT	□VA	□ WA □ WV	<u>'</u>] WI	□WY	□PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount alr sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, cl this box \square and indicate in the columns below the amounts of the securities offered for exchange already exchanged.	heck	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$ <u>175,000,000</u>	\$ <u>86,000,000</u>
	Other (Specify)	\$	\$
	Total	\$175,000,000	\$ 86,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indithe number of persons who have purchased securities and the aggregate dollar amount of purchases on the total lines. Enter "0" if answer is "none" or "zero."	icate	Aggregate Dollar Amount of Purchases
	Accredited Investors	3	\$86,000,000
	Non-accredited Investors		\$
			\$
	Total (for filings under Rule 504 only)		J
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all se sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
			\$
	Regulation A Rule 504		\$
	Rule 304		S
	Total		Φ
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the insurainformation may be given as subject to future contingencies. If the amount of an expenditure known, furnish an estimate and check the box to the left of the estimate.	er. The	
	Transfer Agent's Fees	X	\$
	Printing and Engraving Costs	X	\$
	Legal Fees	X	\$ 80,000
	Accounting Fees		\$
	Engineering Fees	X	\$
	Sales Commissions (specify finders' fees separately)	X	\$
	Other Expenses (identify) bridge loan fees and expenses.	**************	\$ <u>220,000</u> \$ 300,000
	Total		Ψ <u>500,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	and total expenses furnished in response to proceeds to the issuer."	regate offering price given in response to Part C – Q Part C – Question 4.a. This difference is the "adjustice"	sted gross	<u>\$ 174,700,000</u>
5.	of the purposes shown. If the amount for	gross proceed to the issuer use or proposed to be used any purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross pro- Question 4.b above.	check the	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		⊠\$ <u>14,000,000</u>	⊠\$
	Purchase of Real Estate		. ×s	⊠\$
	Purchase, rental or leasing and installation of and equipment	of machinery	. X\$	図\$ 図\$
	Construction or leasing of plant buildings at	nd facilities		⊠\$
	Acquisition of other businesses (including t offering that may be used in exchange for the pursuant to a merger)		区\$ 区\$	⊠\$ ⊠\$
			₩.	
			± 1 − − − − − − − − − − − − − − − − − −	⊠ \$ <u>875,000</u>
		nection with the acquisition of properties		⊠\$ <u>155,625,000</u>
	Investments through the acquisitions of limi	ited partnership interests in low income	_	⊠\$ <u>160,700,000</u>
	housing projects			
	Column Totals		•	
	Total Payments Listed (column totals added	l)	. 🔼\$ <u>17</u>	74,700,000
	i i sente di Cara pana di Sente di Cara di Car Nationale di Cara di C	D. FEDERAL SIGNATURE	STATE OF THE STATE	
The follo	issuer has duly caused this notice to be sig wing signature constitutes an undertaking by	gned by the undersigned duly authorized person. It the issuer to furnish to the U.S. Securities and Exchorany non-accredited investor pursuant to paragraph (If this notice is filed ange Commission, up	under Rule 505, the
	er (Print or Type) imunity Housing Alliance III L.P.	Signature Susan Mulson Dat	8/2/06	
lan	e of Signer Strang Wilson	Title of Signer (Print or Type)		D

Issuer (Print or Type) Community Housing Alliance III L.P.	Signature Date 8/2/06
Name of Signer Street Wilson Vice President	Title of Signer (Print or Type) of Enterprise Community Investment, Inc., General Partner of Issuer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C 1001.)

	la, m este et grade de la compa	E. STATE SIG	naturė 🚉 😘	name Person						
1.	Is any party described in 17 CFR 230.2	Yes	No ⊠							
	provisions of such rule?	provisions of such rule?								
		See Appendix, Column	5, for state response.							
2.	The undersigned issuer hereby underta Form D (17 CFR 239.500) at such time	•		ny state in which this not	tice is filed	a notice on				
3.	The undersigned issuer hereby undertaissuer to offerees.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of the exemption has the burden of establishing that these conditions have been satisfied.									
	er has read this notification and knows ed duly authorized person.	the contents to be true	and has duly caused	d this notice to be signed	d on its be	half by the				
,	int or Type) ty Housing Alliance III L.P	Signature	-101	Date	<u> </u>					
		DXUSAN	Nelsen	8/2/	06					
Name (Pr	int or Type) B. Susan Wil Vice Preside	sdittle (Print or Type) of E	interprise Community	Investment, Inc., Genera	l Partner of	Issuer				

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed

APPENDIX 1 2 3 4 5 Type of security Disqualification under Intend to sell to and aggregate State ULOE (if yes, offering price non-accredited Type of investor and attach explanation of offered in state amount purchased in State investors in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors State Amount Investors Amount Yes No ALΑK AZAR CA CO CTDE × X DC LP Interests 1 \$48,000,000 0 0 FL GA НІ ID IL IN IΑ KS KY LA ME MD MA ΜI MN MS

APPENDIX 2 3 1 4 5 Type of security Disqualification under Intend to sell to and aggregate State ULOE (if yes, offering price non-accredited Type of investor and attach explanation of offered in state investors in State amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors State **Investors** Yes No Amount Amount MO MT NE NV NH NJ NM NY X 0 \boxtimes NC LP Interests 1 \$8,000,000 0 ND ОН OK OR PA RI SC SD TN TX UT VTVA X 1 \$30,000,000 0 0 X WA LP Interests wv WI

	APPENDIX									
1	2	<u> </u>	3		4			5		
	Intend to non-acc investors (Part B-	redited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)					amount purchased in State waiver granted		E (if yes, anation of ranted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
WY										
PR										

FORM D

ATTACHMENT TO (A) BASIC IDENTIFICATION DATA

Listed below are the names of the Directors and Executive Officers of Enterprise Community Investment, Inc., the promoter and sole general partner of the issuer, Community Housing Alliance III L.P.:

Directors:

Laura Bailey

Richard O. Berndt

David R. Bock

Jeffrey H. Donahue

Gary Gensler

Daryl Hall

F. Barton Harvey III

Arlene Isaacs-Lowe

Marilyn Melkonian

Felice L. Michetti

Joseph F. Reilly

Mary K. Reilly

Lee Rosenberg

Patricia T. Rouse

Jerome D. Smalley

Thomas J. Watt

Thomas W. White

Executive Officers:

F. Barton Harvey III

Chairman of the Board

Jeffrey H. Donahue

President

Helen W. Whitehead

Chief Administrative Officer

Holly J. Stagmer

Executive Vice President, Strategic Planning and Finance

Scott Hoekman

Senior Vice President Senior Vice President

Paul Cummings

Chief Financial Officer

Randall Lott Joseph Wesolowski

Senior Vice President

Bruce Rothschild

Senior Vice President

Charlie Werhane

Vice Chairman and Chief Operating Officer

The address for each of the Officers listed above is 10227 Wincopin Circle, Suite 810, Columbia, Maryland 21044.